

A Resolution

NO. _____

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF FORT WORTH, TEXAS REPEALING RESOLUTION NO. 4690-10-2016 AND 4731-01-2017, RENAMING, AND RESTRUCTURING THE MINORITY AND WOMEN BUSINESS ENTERPRISE ADVISORY COMMITTEE

WHEREAS, on September 7, 1993, the City Council of the City of Fort Worth, Texas (“City Council”) in an effort to ensure broad participation in City contracting opportunities created, by Resolution No. 1948, a Disadvantaged Business Enterprise Advisory Committee (“DBEAC”) composed of thirteen members consisting of one representative from the Chamber of Commerce and professional organizations; and

WHEREAS, on March 26, 1996, the DBEAC was renamed the Minority and Women Business Enterprise Advisory Committee (“M/WBE-AC”) by Ordinance No. 12456; and

WHEREAS, on December 16, 2008, Resolution No. 3698-12-2008 repealed Resolution No. 1948 and created a nine member M/WBE-AC, consisting of one representative appointed by the Mayor and one representative appointed by each City Council person to serve a term of two years with a term limit of no more than three consecutive terms; and

WHEREAS, the City Council adopted a business diversity enterprise ordinance, on December 13, 2011 in Ordinance No. 20020-12-2011, which superseded all previous M/WBE Ordinances and as subsequently amended on December 9, 2014 in Ordinance No. 21606-01-2015 and provided the responsibilities of the M/WBE-AC; and

WHEREAS, on October 18, 2016 the City Council adopted Resolution No. 4690-10-2016 repealing Resolution No. 3698-12-2008 and reorganizing the Minority and Women Business Enterprise Advisory Committee (the “M/WBE-AC”) into an advisory committee of eighteen (18) members, consisting of one (1) representative from each of the four (4) Chambers of Commerce, six (6) partner organizations that promote the utilization and growth of M/WBEs, one (1) regional certification agency, two (2) community groups, and five (5) internal City of Fort Worth Departments (“City Departments”); and

WHEREAS, on January 24, 2017, the City Council adopted Resolution No. 4731-01-2017, appointing representatives to the M/WBE-AC; and

WHEREAS, on November 17, 2020 the City Council repealed all previous business diversity ordinances and adopted a new Business Equity Ordinance (“BE Ordinance”) as Ordinance No. 24531-11-2020, effective January 1, 2021; and

WHEREAS, the City Council is continually committed to ensuring that all citizens of the Fort Worth, particularly Business Equity Firms have an equitable opportunity in the City’s procurement system; and

WHEREAS, the City Council finds it prudent at this time to restructure the M/WBE-AC to reflect a membership composed of Fort Worth area Chambers of Commerce, partner organizations of the City that promote the utilization and growth of Business Equity Firms and to outline the duties and responsibilities of the M/WBE-AC.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF FORT WORTH, TEXAS, THAT:

SECTION 1. That Resolution Nos. 4690-10-2016 and 4731-01-2017 are hereby repealed in their entirety.

SECTION 2. That the M/WBE-AC is hereby renamed to be the Business Equity Advisory Board (“Board”) and the bylaws of the Board (“Bylaws”), attached hereto as Exhibit A are hereby approved.

SECTION 3. That the Board is hereby reorganized and shall be composed of voting representatives from the following entities:

- Fort Worth Hispanic Chamber of Commerce;
- Fort Worth Chamber of Commerce;
- Fort Worth Metropolitan Black Chamber of Commerce;
- US Pan Asian American Chamber of Commerce;
- National Association of Minority Contractors;
- Regional Black Contractors Association;
- Regional Hispanic Contractors Association;
- TEXO Association of General Contractors;
- Texas County Contractors’ Association;
- Native American Business Association;
- Dallas/Fort Worth Minority Supplier Development Council;
- North Central Texas Regional Certification Agency; and
- Women’s Business Council – Southwest.

And the following non-voting representatives from the following entities:

- Black Ecumenical Leadership Association;
- League of United Latin American Citizens;
- National Association for the Advancement of Colored People;

SECTION 4. That both the voting representatives and non-voting representatives shall appoint a primary representative and an alternate representative. The primary representative and alternate representative shall both be approved of and their names kept on file with the City Secretary’s office. Only one of the primary voting representative or alternate voting representative may vote at meetings of the Board. Failure to provide a primary voting representative or alternate voting representative for a minimum number of Board meetings in

accordance with the Bylaws may result in removal of voting rights of a Board member.

SECTION 6. That the Board shall serve in an advisory capacity to the City Council and the City Manager in accordance with the BE Ordinance, as amended.

SECTION 7. That the Board shall make recommendations to improve the effectiveness of both the BE Ordinance and policies related to Business Equity Firm participation in incentive agreement projects.

SECTION 8. That the Board shall review the results of availability and disparity studies, advise any subsequent BE Ordinance revision and provide recommendations for staff to submit to the City Manager and City Council.

SECTION 9. That the Board shall make recommendations on initiatives and efforts to increase the availability of vendors/contractors eligible to bid on City projects and procurement opportunities.

SECTION 10. That the Board shall appoint an appeals committee that will review appeals made from the BE Ordinance.

SECTION 11. That the members of the Board serve at the pleasure of the City Council for the maximum allowable term under the Code of the City of Fort Worth (2015). If there is no maximum allowable term for the Board, then a Board member may serve until removed by the City Council or upon their resignation.

SECTION 12. That the non-voting representatives shall not count toward a quorum of meetings of the Board.

SECTION 13. That the City Council, by Resolution, may, at any time and for any reason, change, revise or remove the authority of any of the above-named organizations and stakeholder groups to appoint representatives to the Board.

SECTION 14. That this Resolution shall take effect immediately upon its adoption, and that any conflicting provisions of previous Resolution relating to the Board are hereby repealed.

Adopted this _____ day of _____ 2021.

ATTEST:

By: _____
Ronald P. Gonzales, Acting City Secretary

EXHIBIT A

BUSINESS EQUITY ADVISORY BOARD

BYLAWS AND RULES OF PROCEDURE

ARTICLE I

Business Equity Advisory Board

1.1 Name. The name of the advisory group is the Business Equity Advisory Board (the “Board”).

1.2 Purpose. The purpose of the Board is to act in an advisory capacity to the Department of Diversity and Inclusion (“DVIN”) and act in accordance with obligations under the Business Equity Ordinance No. 24534-11-2020 (the “Ordinance”).

1.3 Duties of the Board

1.3.1 The Board, in consultation with the DVIN, shall provide input regarding all efforts employed by the City to foster equity procurement and contracting for recommendations to the City Manager.

1.3.2 The Board shall review the Ordinance and the associated Administrative Regulation (the “Program”), in collaboration with the DVIN every three (3) years to ensure legal compliance, and adherence to legislative intent and report findings to the City Manager.

1.3.3 The Board shall have the authority to make recommendations for changes to the Ordinance and Program to the City Manager and City Council based on future needs and assessments.

1.3.4 The Board shall work with the City in furtherance of its efforts to eliminate barriers to participation in City contracts, and shall promote diversity, inclusion, equity and access, by multiple means.

1.3.5 The Board shall review investigation findings submitted by the DVIN into Discriminatory Practice in the award of Contracts and make recommendations to the City Manager for action or sanctions.

1.3.6 The Board shall review, record and report all Third-Party Eligibility Challenges in the Annual Business Equity Program Report

1.3.7 The Board shall submit a quarterly attendance report to the City Secretary’s Office detailing the attendance at Board meetings for each quarter.

1.3.8 The Board shall submit an annual report to the City Secretary’s Office detailing the Board’s activities throughout the year.

ARTICLE II

Members

2.1 Appointment and Number. The Board is composed of thirteen (13) voting members and three (3) non-voting members.

2.2 Compensation. Members shall serve without compensation.

2.3 Composition. The Board membership shall be comprised of voting members and non-voting members.

2.3.1 The voting members are as follows and shall ensure that either the primary or alternate representative of their respective organization is present at Board meetings:

- 2.3.1.1 Fort Worth Hispanic Chamber of Commerce (“FWHCC”);
- 2.3.1.2 Fort Worth Chamber of Commerce (FWCC”);
- 2.3.1.3 Fort Worth Metropolitan Black Chamber of Commerce (“FWMBCC”);
- 2.3.1.4 US Pan Asian American Chamber of Commerce (“USPAACC”);
- 2.3.1.5 National Association of Minority Contractors (“NAMC”);
- 2.3.1.6 Regional Black Contractors Association (“RBCA”);
- 2.3.1.7 Regional Hispanic Contractors Association (“RHCA”);
- 2.3.1.8 TEXO Association of General Contractors (TEXO AGC”);
- 2.3.1.9 Texas County Contractors’ Association (“TCCA”);
- 2.3.1.10 Native American Business Association (“NABA”);
- 2.3.1.11 Dallas/Fort Worth Minority Supplier Development Council (“DFWMSDC”);
- 2.3.1.12 North Central Texas Regional Certification Agency (“NCTRCA”); and
- 2.3.1.13 Womens Business Council – Southwest (“WBCS”).

2.3.2 The non-voting members are as follows and shall ensure that either the primary or alternate representative of their respective organization is present at Board meetings:

- 2.3.2.1 Black Ecumenical Leadership Association (“BELA”);
- 2.3.2.2 League of United Latin American Citizens (“LULAC”);
- 2.3.2.3 National Association for the Advancement of Colored People (“NACCP”);

2.4 Term of office. All members of the Board may serve for the maximum allowable term under the Code of the City of Fort Worth (2015). If there is no maximum allowable term for the Board, then a Board member may serve until removed by the City Council or upon their resignation.

2.5 Primary and Alternate Representatives. Each Board member shall appoint a primary and an alternate representative to act on their behalf at meetings of the Board. The primary representative and alternate representative shall both be approved of and their names kept on file with the City Secretary’s office. Only one of the primary voting representative or alternate voting representative may vote at meetings of the Board.

2.6 Voting. Only a primary or alternate representative of a voting member may vote. No proxy votes are allowed.

2.7 Removal of Members. A Board member may be removed by the City Council at any time prior to the expiration of their respective term.

2.8 Voting Status of Member. The absence of a primary or alternate representative of a voting member of the Board from three (3) consecutive Board meetings, or absence of a primary or alternate representative of a voting member from twenty-five percent (25%) of the regular meetings during any twelve-month period shall result in the offending voting member being changed from a voting member to a non-voting member. A voting member can be returned to voting status if a representative from a voting member attends three (3) consecutive Board meetings.

2.9 Resignation. Any Board member may resign at any time by notifying the City Secretary and the Chair, in writing. Such resignation shall take effect at the time therein specified, and the acceptance of the resignation shall not be necessary to make it effective.

2.10 Vacancies. Any vacancy in Board membership shall be reported to DVIN and the City Secretary. A vacancy may be filled through an appointment by City Council.

ARTICLE III Meetings

3.1 Regular Meetings. Regular meetings of the Board shall be held bi-monthly or at such other intervals as the members may decide by majority vote. The Board regular and special meetings are subject to the Texas Open Meetings Act. Regular meetings shall be held at City Hall, or at such other places as the Board members may designate or may be held virtually. Meeting locations must be ADA compliant and open to the public. All meetings will be recorded.

3.2 Special Meetings. Special meetings of the Board may be called at any time for any purpose, either by the Chair, or by a quorum of seven voting members of the Board. Notice of special meetings stating the place, time and the purpose thereof, shall be provided to each member of the Board at least three (3) days prior to the date of the special meeting. These meetings may also be conducted by electronic methods (72-hour rule is applicable), providing the quorum requirements as designated in these by-laws are followed and all applicable requirements of the Texas Open Meetings Act for electronic participation have been met.

3.3 Agenda. The agenda for each regular or special meeting will be prepared by the DVIN and reviewed by the Chair in advance of the meeting date. The Chair will establish, with the DVIN, the final agenda of each meeting, after any necessary consultation with other Board members.

3.4 Quorum and Procedure. A quorum of the members of the Board shall be greater

than fifty percent (50%) of the voting members and who are present for the transaction of business, and the act of the majority of the voting members present at any meeting at which a quorum is present shall be the act of the Board. Members may not designate a proxy or alternate in their place.

3.5 Parliamentary Authority. When not in conflict with these Bylaws and Rules of Procedure, the New Robert's Rules of Order shall govern the actions and procedures of the Board.

3.6 Organization. At each meeting of the Board, the Chair, or in his or her absence, the Vice-Chair, or in the absence of both of them, a Chair chosen by the majority of members present shall preside. A City staff member shall act as secretary of the meeting.

ARTICLE IV Officers

4.1 Officers. The officers of the Board shall be a Chair and a Vice-Chair. Each officer shall perform the duties and functions as provided by these Bylaws and Rules of Procedure, and shall hold office until a successor has been elected, or if the person resigns, until a successor is appointed, or removed in the manner herein provided for all Board members.

4.2 Nominations. Nominations for the offices of Chair and Vice-Chair shall be made from the floor at the October Board meeting with the consent of the nominee.

4.3 Chair. The Chair shall preside at all meetings and shall have general charge of the business of the Board.

4.4 Vice-Chair. The Vice-Chair shall be vested with the same responsibilities and shall perform all the duties of the Chair in case of the absence or disability of the Chair. In addition, the Vice-Chair shall perform such other duties as may be assigned by the Chair that are not in conflict with these Bylaws and Rules of Procedure.

4.5 Secretary. City staff shall act as Secretary and keep minutes, attendance records and record the vote and/or recommendations of the Board at all proceedings of the Board. City Staff shall perform all the duties incidental to the administration of the Board.

4.6 Removal. An officer may be removed by majority vote of the Board (excluding the officer) at any time prior to the expiration of their respective term.

4.7 Term. All Board appointments expire on September 30th of the fourth year from which the member's appointment was made.

ARTICLE V Appeals Committee

5.1 Power and Duties. In accordance with the Ordinance and Program, the Board has

authority to hear appeals for sanctions awarded for violations of the Ordinance and Program.

5.2 Members. The Board shall appoint, by majority vote, a new Appeals Committee of three (3) Board members for each separate appeal. A Board member that has a conflict of interest – a business or familial relationship with the appellant – may not serve on the Appeals Committee. This includes, but is not limited to, an appellant that is a member of the same organization that appointed a Board member.

5.3 Recusal. If a member of the Appeals Committee has a conflict of interest with an appellant, he or she shall immediately recuse himself from the Appeals Committee.

5.4 Effect of Conflict of Interest. If a member of the Appeals Committee has a conflict of interest with an appellant and does not recuse himself, all actions taken by the Appeals Committee are void and a new Appeals Committee shall be formed to rehear the appellant's case.

5.5 Appeals Process.

5.5.1 The Appeals Committee shall conduct a hearing within sixty (60) days from the date of receipt of the request for an appeal, unless the appellant requests an extension of time. The appellant will be notified, in writing, of the hearing time and location at least thirty (30) days prior to the hearing.

5.5.2 The appellant shall be afforded an opportunity to appear with counsel if they so desire, submit documentary evidence, and confront any witness that the City presents at the hearing.

5.5.3 The Appeals Committee will listen to the information provided and based upon a "preponderance of evidence" render a decision.

5.5.4 An Attorney for the City may be present to provide legal expertise if the case requires, but will not vote or make a recommendation on the case.

5.5.5 An attorney for the appellant may be present only if advance notice is given and approved by the Board Chair. However, the complainant's attorney will not be allowed to answer questions directed at the firm's owner. The complainant may be allowed to consult with attorney prior to answering.

5.5.6 The Appeals Committee shall render its decision not more than thirty (30) days after the date of the hearing and send a certified written notice of its decision to the appellant.

5.5.7 The Appeals Committee shall choose a Committee Chair who will conduct the proceedings. Throughout the process the Committee Chair will ensure that the process remains fair and that all parties have the time necessary to present their concerns. The Committee Chair will be responsible for conducting the procedures by ensuring that the following steps are taken:

5.5.5.1 Explaining that the meeting will be a closed meeting and not open to the public.

5.5.5.2 Explaining the steps/process of how the meeting will occur. That the Appeals Committee will listen to both sides, ask questions as need for

clarification and decide based upon the information as submitted and not upon changes that may have occurred in the firm since the complaint was submitted and received by the Board.

5.5.5.3 Introduction of all individuals present.

5.5.5.4 Both the appellant and DVIN shall have twenty (20) minutes to present their case for why sanctions were either inappropriate or justified.

5.5.5.5 At any time during the meeting, the Appeals Committee, the appellant and/or the appellant's representative may be requested to leave the room in order for the Appeals Committee to consult with one another.

5.5.5.6 Based upon the comments from both parties the Appeals Committee may ask questions and/or verbally request additional information or documentation to assist in rendering a decision. If the Appeals Committee does not receive such documentation within ten (10) business days, the appeal will be closed based upon the appellant's unwillingness to provide appropriate information.

5.5.5.7 The Chair will ask if there are additional comments from both parties. This will allow the appellant to make any concluding remarks or statements, (to restate their case) to the Appeals Committee.

5.5.5.8 If no additional information or documentation or action is needed, the appellant will be advised that the Appeals Committee's decision will be rendered in writing within thirty (30) days of the date of the hearing.

5.5.5.9 If additional information or documentation or action is requested, the Appeals Committee will establish a specified time for the request to be complied with (agreed to by the complainant). The Appeals Committee will meet to discuss the additional information or documentation or action and the Appeals Committee's decision will be rendered, in writing, within thirty (30) days from the agreed to date.

5.5.5.10 After all discussions have ended, the Appeals Committee will inform the Committee Chair and DVIN of its decision and the Appeals Committee will issue the final decision in writing to the appellant.

5.5.5.11 The completed recommendation forms, any requested additional documentation, and the original file shall be provided to DVIN. DVIN shall maintain each appeals file for at least three (3) years.

5.5.5.12 The decision of the Appeals Committee shall be administratively final for all appellants. Should the appellant be dissatisfied with the Board's decision, the appellant can file a second appeal to the City Manager. The City Manager's decision is final.

5.5.8 If for any reason an Appeals Committee member has to be removed or remove themselves from the Appeals Committee prior to the end of the appeals process, a new Appeals Committee shall be appointed and it will reconvene and start the appeals process over.

ARTICLE VI

Amendments

6.1 These Bylaws may be amended only by vote of Board members at any regular or special meeting of the Board, at which a quorum is present as; provided, however, that no amendment to these Bylaws and Rules of Procedure may conflict with any provision of the Ordinance or Program. Notice of any proposed amendment(s) shall be given, in writing, at least thirty (30) days prior to such meetings. All amendments approved by the Board must also be approved by the DVIN and the City Manager before they can take effect.